

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MISSOURI, EASTERN DIVISION**

MADJID BENCHABANE, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

V.

LMI AEROSPACE, INC., GERALD E.
 DANIELS, JOHN S. EULICH, DANIEL G.
 KORTE, SANFORD S. NEUMAN, JUDITH W.
 NORTHUP, JOHN M. ROEDER, STEVEN
 SCHAFFER, GREGORY L. SUMME, LARRY
 RESNICK, SONACA S.A., SONACA USA INC.,
 and LUMINANCE MERGER SUB, INC.,

Defendants.

Case No. 4:17-cv-01100

JURY TRIAL DEMANDED

CLASS ACTION

STIPULATION AND ORDER DISMISSING ACTION

Plaintiff, Madjid Benchabane (“Plaintiff”) by and through his attorneys of record, hereby provides notice and an order concerning voluntary dismissal as follows:

WHEREAS, on March 15, 2017, LMI Aerospace, Inc. (“LMI”) filed a proxy statement (the “Proxy Statement”) with the United States Securities and Exchange Commission (“SEC”) in connection with the proposed acquisition of LMI by Sonaca USA Inc (“Sonaca”) whereby LMI’s stockholders would receive \$14.00 in cash for each share of LMI common stock (the “Transaction”);

WHEREAS, on March 27, 2017, Plaintiff in the above captioned action (the “Action”) filed a complaint against Defendants LMI, Gerald E. Daniels, John S. Eulich, Daniel G. Korte, Sanford S. Neuman, Judith W. Northup, John M. Roeder, Steven Schaffer, Gregory L. Summe, and Larry Resnick (the “LMI Defendants”) alleging violations of the federal securities laws;

WHEREAS, Plaintiff alleges, on behalf of a putative class of LMI's stockholders, that the Proxy Statement omitted certain material information relating to the Transaction in violation of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934;

WHEREAS, on April 24, 2017, LMI filed with the SEC a Definitive Proxy Statement containing additional disclosures relating to the Transaction (the "Supplemental Disclosures");

WHEREAS, on June 8, 2017, LMI's stockholders voted to approve the Transaction;

WHEREAS, Plaintiff agrees that, as a result of the filing of the Supplemental Disclosures, claims arising from the Transaction identified in his complaint have become moot;

WHEREAS, Plaintiff asserts that the prosecution of the Action caused LMI to issue the Supplemental Disclosures and that Plaintiff's counsel may assert a claim for attorneys' fees and expenses in connection with the filing of the Supplemental Disclosures;

WHEREAS, Plaintiff intends to petition the Court to seek a resolution of his claim for such fees and expenses if his claim cannot be resolved through negotiations between counsel for Plaintiff and Defendants;

NOW, THEREFORE, Plaintiff hereby gives notice of Plaintiff's voluntary dismissal, subject to the approval of the Court, as follows:

1. Plaintiff hereby voluntarily dismisses the above-captioned action, with prejudice, pursuant to Fed. R. Civ. P. 41(a)(1), and the action shall be so dismissed. The dismissal is as to Plaintiff only and has no effect upon the absent members of the putative class.
2. This Court shall retain continuing jurisdiction over the Parties solely for purposes of adjudicating any claim by Plaintiff's counsel for an award of attorneys' fees and expenses.
3. This Notice is not intended to, and shall not, waive or prejudice any right or argument that may be asserted or presented by Plaintiff or the Defendants in support of or in

opposition to any claim by Plaintiff for attorneys' fees and expenses.

Dated: June 13, 2017

Respectfully Submitted

/s/ James J. Rosemergy

JAMES J. ROSEMERGY
jrosemergy@careydanis.com
CAREY, DANIS & LOWE
8235 Forsyth Blvd., Suite 1100
St. Louis, MO 63105
Telephone: 314.678.1064
Facsimile: 314.721.0905

SHANE T. ROWLEY
STEPHANIE A. BARTONE
LEVI & KORSINSKY LLP
733 Summer Street, Suite 304
Stamford, CT 06901
Telephone: 212.363.7500
Facsimile: 212.363.7171

Attorneys for Plaintiff Madjid Benchabane

Dated: June 13, 2017

Respectfully Submitted

/s/ James P. Martin


JAMES P MARTIN
jmartin@polsinelli.com
POL SINELLI PC
100 S. Fourth Street, Suite 1000
St. Louis, Missouri 63102
Telephone: 314.552.6802
Facsimile: 314.754.8316

BRIAN M. LUTZ (*pro hac vice pending*)
blutz@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
555 Mission Street, Suite 3000
San Francisco, CA 94105-0921
Telephone: 415.393.8200
Facsimile: 415.393.8306

MICHAEL J. KAHN (*pro hac vice pending*)
mjkahn@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
1881 Page Mill Road
Palo Alto, CA 94304-1211
Telephone: 650.849.5300
Facsimile: 650.849.5333

Attorneys for the Defendants

SO ORDERED this 14th day of June, 2017:


HON. JOHN A. ROSS
U.S. DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on June 13, 2017, I authorized the electronic filing of the foregoing Stipulation Concerning Plaintiff's Voluntary Dismissal Of The Above Action And Plaintiff's Counsel's Anticipated Application For An Award Of Attorneys' Fees And Expenses with the Clerk of the Court using the CM/ECF system. The CM/ECF system will provide service through a Notice of Electronic Filing (NEF) to the parties registered in this case denoted on the Electronic Mail Notice List, and I hereby certify that the foregoing document will be mailed to any non-CM/ECF participants indicated on the Manual Notice List.

Dated: June 13, 2017

By: /s/ James J. Rosemergy